

ALSTON & BIRD LLP

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REVD
10/31/2016

Benjamin T. White

Direct Dial: 404-881-7488

Email: ben.white@alston.com

October 27, 2016

Mr. Bob Foreman III

[REDACTED]
Atlanta, Georgia [REDACTED]

Re: Atlanta Landmarks, Inc./Fox Theatre, Inc.

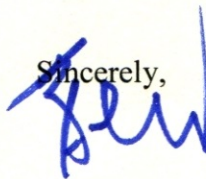
Dear Bob:

My partner Steve Ensor has asked me to respond to your letter of October 20, 2016, in which you requested a copy of Atlanta Landmarks' tax exemption application.

We were not involved in the preparation or filing of Atlanta Landmarks' tax exemption application, but I have been able to locate a copy of the tax exemption application filed with the IRS in 1975. The only attachments to the application appear to have been copies of Atlanta Landmarks' articles of incorporation and bylaws.

In any event, I am pleased to enclose a copy of Atlanta Landmarks' tax exemption application, together with copies of the articles of incorporation and bylaws which were attached to the tax exemption application.

Sincerely,



Benjamin T. White

BTW:lva

Enclosures

cc: Mr. Allan Vella (with enclosures)

Mr. Jeff Quesenberry (with enclosures)

Mr. R. Steve Ensor (with enclosures)

LEGAL02/36761797v1

FORM 55-4 (10-67)
PART 1

U.S. TREASURY DEPARTMENT - INTERNAL REVENUE SERVICE
APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

PLEASE LEAVE BLANK

1. NAME (TRUE name as distinguished from TRADE name.)

ATLANTA LANDMARKS, INC.

2. TRADE NAME, IF ANY (Enter name under which business is operated, if different from item 1.)

3. ADDRESS OF PRINCIPAL PLACE OF BUSINESS (No. and Street, City, State, Zip Code)

660 Peachtree St., N.E., Atlanta, Ga. 30308

4. COUNTY

Fulton

5. CHECK (X) TYPE OF ORGANIZATION (If "other" specify, such as "Estate," etc.)

☐ Individual ☒ Corporation ☐ Partnership ☐ Other (Specify)

5a. Ending month of accounting year
December

6. If individual, enter your social security account number
N/A

7. REASON FOR APPLYING (If "other" specify such as "Corporate structure change," "Acquired by gift or trust," etc.)

☒ Started new business ☐ Purchased going business ☐ Other

8. Date you acquired or started business (Mo., day, year)
Aug. 13, 1974

9. First date you paid or will pay wages (Mo., day, year)
Unknown

10. NATURE OF BUSINESS (See Instructions)

Educational - Historic Preservation

11. NUMBER OF EMPLOYEES

Agricultural Non-agricultural

12. If nature of business is MANUFACTURING, list in order of their importance the principal products manufactured and the estimated percentage of the total value of all products which each represents.

1

PLEASE LEAVE BLANK

R DO TA

2

3

FR FRC

13. Do you operate more than one place of business?

☐ Yes ☒ No

If "Yes," attach a list showing for each separate establishment:
a. Name and address. b. Nature of business. c. Number of employees.

14. To whom do you sell most of your products or services?

☐ Business establishments ☐ General public ☐ Other (Specify)

PLEASE LEAVE BLANK → Geo. Ind. Class Size Reas. for Appl. Bus. Dir. Date

FORM 55-4 (10-67)
PART 2

DO NOT DETACH ANY PART
OF THIS FORM. SEND ALL COPIES TO
INTERNAL REVENUE SERVICE

PLEASE LEAVE BLANK

NAME
AND
COMPLETE
ADDRESS

1. NAME (TRUE name as distinguished from TRADE name.)

ATLANTA LANDMARKS, INC.

2. TRADE NAME, IF ANY (Enter name under which business is operated, if different from item 1.)

3. ADDRESS OF PRINCIPAL PLACE OF BUSINESS (No. and Street)

660 Peachtree St., N.E., Atlanta, Ga. 30308

(City, State, Zip Code)

4. COUNTY

Atlanta, Ga. 30308

Fulton

5. CHECK (X) TYPE OF ORGANIZATION (If "other" specify, such as "Estate," etc.)

☐ Individual ☒ Corporation ☐ Partnership ☐ Other (Specify)

5a. Ending month of accounting year
December

6. If individual, enter your social security account number
N/A

7. REASON FOR APPLYING (If "other" specify such as "Corporate structure change," "Acquired by gift or trust," etc.)

☒ Started new business ☐ Purchased going business ☐ Other

8. Date you acquired or started business (Mo., day, year)
Aug. 13, 1974

9. First date you paid or will pay wages (Mo., day, year)
Unknown

10. NATURE OF BUSINESS (See Instructions)

Educational - Historical Preservation

11. NUMBER OF EMPLOYEES

Agricultural Non-agricultural

12. Have you ever applied for an identification number for this or any other business? ☒ No ☐ Yes

If "Yes," enter name and trade name (if any). Also enter the approximate date, city, and state where you first applied and previous number if known.

DATE

SIGNATURE

TITLE

March 13, '75

Robert W. Farabee

Secretary

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

To be filed in the District
in which the organization
has its principal office or
place of business.

This application, when properly completed, shall constitute the notice required under section 508(a) of the Internal Revenue Code in order that organizations may be treated as described in section 501(c)(3) of the code, and the notice under section 508(b) appropriate to those organizations claiming not to be private foundations within the meaning of section 509(a).

Part I.—Identification (See instructions)

1 Full name of organization

ATLANTA LANDMARKS, INC.

2 Employer identification number
(If none, attach Form SS-4)

Form Attached

3(a) Address (number and street)

Suite 2000, Atlanta Gas Light Tower

3(b) City or town, State and ZIP code

Atlanta, Georgia 30303

4 Name and phone number of person to be contacted

Clayton Farnham (404) 521-3240

5 Month the annual accounting period
ends

December

6 Date incorporated or formed

13 August, 1974

7 Activity Codes (see instructions)

062

352

Part II.—Organizational Documents (See instructions)

1 Attach a conformed copy of the organization's creating instruments (articles of incorporation, constitution, articles of association, deed of trust, etc.).

2 Attach a conformed copy of the organization's by-laws or other rules for its operation.

3 If the organization does not have a creating instrument, check here (See instructions) ☐

Part III.—Activities and Operational Information (See instructions)

1 What are or will be the organization's sources of financial support? List in order of magnitude. If a portion of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify such item as a separate source of receipt. Attach representative copies of solicitations for financial support.

Fund drives soliciting from general public
Benefit performances by volunteer performers
Membership fees

At present, there has not yet been any such fund raising.

2 Describe the organization's fund-raising program and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)

No program has yet been put into effect

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct and complete.

(Signature)

(Title or authority of signer)

(Date)

Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and also those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include sufficient information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A on page 3 of the instructions.

At present, the organization is attempting to preserve the Fox Theatre in Atlanta, Georgia by arranging to acquire the building from the party who has contracted to buy the theatre and who plans demolition of the theatre.

In general, the activities will be to arrange for the preservation, restoration and maintenance of sites important to the history of Atlanta which have cultural value.

Part III.—Activities and Operational Information (Continued)

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.

(b) Specialized knowledge, training, expertise, or particular qualifications

See attached

- (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? ☐ Yes ☒ No
If "Yes," please name such persons and explain the basis of their selection or appointment.

- (d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See specific instructions 4(d).) . . . ☐ Yes ☒ No
If "Yes," please explain.

- 5 Does the organization control or is it controlled by any other organization? ☐ Yes ☒ No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? ☐ Yes ☒ No
If either of these questions is answered "Yes," please explain.

- 6 Is the organization financially accountable to any other organization? ☐ Yes ☒ No
If "Yes," please explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been rendered.

- 7 What assets does the organization have that are used in the performance of its exempt function? (Do not include income producing property.) If any assets are not fully operational, explain what stage of completion has been reached, what additional steps remain to be completed, and when such final steps will be taken.
There are only minimal cash assets. The organization hopes to have historical sites as assets in the future. Such sites will only be acquired if this is necessary for their preservation

Part III.—Activities and Operational Information (Continued)

8 (a) What benefits, services, or products will the organization provide with respect to its exempt function?

Preservation of historical sites

(b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? ☐ Yes ☒ No
If "Yes," please explain and show how the charges are determined.

9 Does or will the organization limit its benefits, services or products to specific classes of individuals? ☐ Yes ☒ No
If "Yes," please explain how the recipients or beneficiaries are or will be selected.

10 Is the organization a membership organization? ☒ Yes ☐ No
If "Yes," complete the following:

(a) Please describe the organization's membership requirements and attach a schedule of membership fees and dues.

Membership open to all
See by-laws for membership structure

(b) Are benefits limited to members? ☐ Yes ☒ No
If "No," please explain.

Benefit will be to community at large and to the urban environment of Atlanta.

(c) Attach a copy of the descriptive literature or promotional material used to attract members to the organization. None as yet

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? ☐ Yes ☒ No
If "Yes," please explain.

Part IV.—Statement as to Private Foundation Status (See instructions)

- 1 Is the organization a private foundation? ☐ Yes ☒ No
- 2 If question 1 is answered "No," indicate the type of ruling being requested as to the organization's status under section 509 by checking the applicable box below:
- ☐ Definitive ruling under section 509(a)(1), (2), (3), or (4) — complete Part VII.
- ☐ Advance or extended advance ruling under section 509(a)(1) or (2) — See instructions.
- 3 If question 1 is answered "Yes," and the organization claims to be a private operating foundation, check here ☐ and complete Part VIII.

Part V.—Financial Data (See instructions)

Statement of Receipts and Expenditures, for period ending, 19.....

Receipts		
1	Gross contributions, gifts, grants and similar amounts received	1362.74
2	Gross dues and assessments of members	
3	Gross amounts derived from activities related to organization's exempt purpose	
	Less cost of sales	
4	Gross amounts from unrelated business activities	
	Less cost of sales	
5	Gross amount received from sale of assets, excluding inventory items (attach schedule)	
	Less cost or other basis and sales expense of assets sold	
6	Interest, dividends, rents and royalties	
7	Total receipts	
Expenditures		
8	Contributions, gifts, grants, and similar amounts paid (attach schedule)	
9	Disbursements to or for benefit of members (attach schedule)	
10	Compensation of officers, directors, and trustees (attach schedule)	
11	Other salaries and wages	
12	Interest	
13	Rent	
14	Depreciation and depletion	
15	Other (attach schedule)	
16	Total expenditures	-0-
17	Excess of receipts over expenditures (line 7 less line 16)	1362.74

Balance Sheets		Enter dates ▶	Beginning date	Ending date
Assets				
13	Cash (a) Interest bearing accounts			1362.74
	(b) Other			
19	Accounts receivable, net			
20	Inventories			
21	Bonds and notes (attach schedule)			
22	Corporate stocks (attach schedule)			
23	Mortgage loans (attach schedule)			
24	Other investments (attach schedule)			
25	Depreciable and depletable assets (attach schedule)			
26	Land			
27	Other assets (attach schedule)			
28	Total assets			1362.74
Liabilities				
29	Accounts payable			
30	Contributions, gifts, grants, etc., payable			
31	Mortgages and notes payable (attach schedule)			
32	Other liabilities (attach schedule)			
33	Total liabilities			-0-
Fund Balance or Net Worth				
34	Total fund balance or net worth			1362.74
35	Total liabilities and fund balance or net worth (line 33 plus line 34)			1362.74

Part VI.—Required Schedules for Special Activities (See instructions)

	If "Yes," check here;	And, complete schedule—
1 Is the organization, or any part of it, a school?	No	A
2 Does the organization provide or administer any scholarship benefits, student aid, etc.?	No	B
3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . .	No*	C
4 Is the organization, or any part of it, a hospital?	No	D
5 Is the organization, or any part of it, a home for the aged?	No	E
6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)?	No	F

*Historic property may have been owned and operated by "for-profit" institution, but taking over would be of the structure involved and not the for-profit activities.

Part VII.—Non-Private Foundation Status (Definitive ruling only)**A.—Basis for Non-Private Foundation Status**

The organization is not a private foundation because it qualifies as:

☒	Kind of organization	Within the meaning of	Complete
1	a church	Sections 509(a)(1) and 170(b)(1)(A)(i)	
2	a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	
3	a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
4	a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
5	being organized and operated exclusively for testing for public safety	Section 509(a)(4)	
6	being operated for the benefit of a college or university which is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VII.—B
7	☒ normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VII.—B
8	normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions)	Section 509(a)(2)	Part VII.—B
9	being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7 and 8, above	Section 509(a)(3)	Part VII.—C

B.—Analysis of Financial Support

	(a) Most recent taxable year	(Years next preceding most recent taxable year)			(e) Total
		(b) 19.....	(c) 19.....	(d) 19.....	
1	Gifts, grants, and contributions received				
2	Membership fees received				
3	Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513				
4	Gross income from interest, dividends, rents and royalties				
5	Net income from organization's unrelated business activities				
6	Tax revenues levied for and either paid to or expended on behalf of the organization				
7	Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)				
8	Other income (not including gain or loss from sale of capital assets)—attach schedule				
9	Total of lines 1 through 8				
10	Line 9 less line 3				
11	Enter 2% of line 10, column (e) only				

12 If the organization has received any unusual grants during any of the above taxable years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants in line 1 above. (See instructions)

B.—Analysis of Financial Support (Continued)**13** If the organization's non-private foundation status is based upon:

(a) Sections 509(a)(1) and 170(b)(1)(A)(iv) or (vi).—Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts for the entire period exceed the amount shown on line 11.

(b) Section 509(a)(2).—With respect to the amounts included on lines 1, 2, and 3, attach a list for each of the above years showing the name of and amount received from each person who is a "disqualified person."

With respect to the amount included in line 3, attach a list for each of the above years showing the name of and amount received from each payor (other than a "disqualified person") whose payments to the organization exceeded \$5,000. For this purpose, "payor" includes but is not limited to any organization described in sections 170(b)(1)(A)(i) through (vi) and any government agency or bureau.

C.—Supplemental Information Concerning Organizations Claiming Non-Private Foundation Status Under Section 509(a)(3)**1** Organizations supported by applicant organization:

N/A

Name and address of supported organization

Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of sections 509(a)(1), or (2)?

2 What does the applicant organization do to support the above organizations?**3** In what way do the supported organizations operate, supervise, or control the applicant organization, or in what way are the supported and applicant organizations operated in connection with each other?**4** Is the applicant organization controlled directly or indirectly by one or more "disqualified persons" (other than one who is a disqualified person solely because he is a manager) or by an organization which is not described in section 509(a)(1) or (2)?
☐ Yes ☐ No

If "Yes," please explain.

Part VIII.—Basis for Status as Private Operating Foundation N/A

If the organization—

- (a) bases its claim to private operating foundation status upon normal and regular operations over a period of years; or
 (b) is newly created, set up as a private operating foundation, and has at least one year's experience;

complete the schedule below answering the questions under the income test and one of the three supplemental tests (assets, endowment, or support). If the organization does not have at least one year's experience, complete line 21. If the organization's private operating foundation status depends upon its normal and regular operations as described in (a) above, submit, as an additional attachment, data in tabular form corresponding to the schedule below for the three years next preceding the most recent taxable year.

Income Test		Most recent taxable year
1	Adjusted net income, as defined in section 4942(f)	
2	Qualifying distributions:	
	(a) Amounts (including administrative expenses) paid directly for the active conduct of the activities for which organized and operated under section 501(c)(3) (attach schedule)	
	(b) Amounts paid to acquire assets to be used (or held for use) directly in carrying out purposes described in sections 170(c)(1) or 170(c)(2)(B) (attach schedule)	
	(c) Amounts set aside for specific projects which are for purposes described in section 170(c)(1) or 170(c)(2)(B) (attach schedule)	
	(d) Total qualifying distributions (add lines 2(a), (b), and (c))	
3	Percentage of qualifying distributions to adjusted net income (divide line 1 into line 2(d)—percentage must be at least 85 percent	%
Assets Test		
4	Value of organization's assets used in activities that directly carry out the exempt purposes. Do not include assets held merely for investment or production of income (attach schedule)	
5	Value of any corporate stock of corporation that is controlled by applicant organization and carries out its exempt purposes (attach statement describing such corporation)	
6	Value of all qualifying assets (add lines 4 and 5)	
7	Value of applicant organization's total assets	
8	Percentage of qualifying assets to total assets (divide line 7 into line 6—percentage must exceed 65 percent)	%
Endowment Test		
9	Value of assets not used (or held for use) directly in carrying out exempt purposes:	
	(a) Monthly average of investment securities at fair market value	
	(b) Monthly average of cash balances	
	(c) Fair market value of all other investment property (attach schedule)	
	(d) Total (add lines 9(a), (b), and (c))	
10	Subtract acquisition indebtedness with respect to line 9 items (attach schedule)	
11	Balance (line 9 less line 10)	
12	Apply to line 11 a factor equal to two-thirds the current applicable percentage for the minimum investment return under section 4942(e)(3). Line 2(d) must equal or exceed the result of this computation	
Support Test		
13	Applicant organization's support as defined in section 509(d)	
14	Less—amount of gross investment income as defined in section 509(e)	
15	Support for purposes of section 4942(j)(3)(B)(iii)	
16	Support received from the general public, five or more exempt organizations, or a combination thereof (attach schedule)	
17	For persons (other than exempt organizations) contributing more than 1 percent of line 15, enter the total amounts in excess of 1 percent of line 15	
18	Subtract line 17 from line 16	
19	Percentage of total support (divide line 15 into line 18—must be at least 85 percent)	%
20	Does line 16 include support from an exempt organization which is in excess of 25 percent of the amount on line 15?	☐ Yes ☐ No
21	Newly created organizations with less than one year's experience: Attach a statement explaining how the organization is planning to satisfy the requirements of section 4942(j)(3) with respect to the income test and one of the supplemental tests during its first year's operation. Include a description of plans and arrangements, press clippings, public announcements, solicitations for funds, etc.	

Mr. William W. Allison
75 Marietta Street, N.W.
Atlanta, Georgia 30303

Business expertise

Mr. John A. Busby, Jr.
100 Colony Square, N.E.
Atlanta, Georgia 30309

Architectural and planning
training and expertise

Mr. Arnall T. Connell
243 Kenlock Place, N.E.
Atlanta, Georgia 30305

Professor of Architecture
at Georgia Institute of Technology -
Architectural and planning expertise

Mrs. Rodney M. Cook
3495 Valley Road, N.W.
Atlanta, Georgia 30305

Historical perservation experience

Mr. Clayton H. Farnham
30 Inman Circle, N.E.
Atlanta, Georgia 30309

Legal expertise

Mr. James H. Finch
44 Broad Street, N.W.
Atlanta, Georgia 30303

Architectural and planning
training and expertise

Mr. Franklin M. Garrett
3433 Roxboro Road, N.E.
Atlanta, Georgia 30326

Historian with special expertise
concerning Atlanta

Mr. William J. Goldin
P. O. Box 4569
Atlanta, Georgia 30302

Business expertise

Mrs. William W. Griffin
1330 West Garmon Road, N.W.
Atlanta, Georgia 30327

Historical preservation experience

Mrs. Grace T. Hamilton
University Place, N.W.
Atlanta, Georgia 30314

Urban focus expertise

Mr. Joe G. Patten
4003 Oak Hill Drive
College Park, Georgia 30337

Expertise concerning Fox Theatre

Ms. Martha P. Stamm
158 Rumson Road, N.E.
Atlanta, Georgia 30305

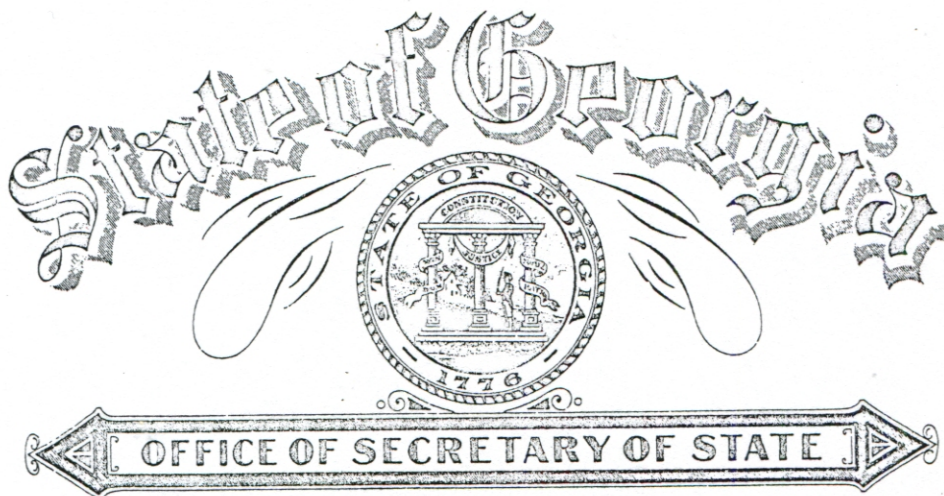
Business and urban focus

Mr. Preston Stevens, Jr.
100 Peachtree Street, N.W.
Atlanta, Georgia 30303

Architectural and planning
training and expertise

Mr. Robert C. Van Camp
210 Lake Forrest Lane, N.E.
Atlanta, Georgia 30342

Public relations



*J. Ben M. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that.*

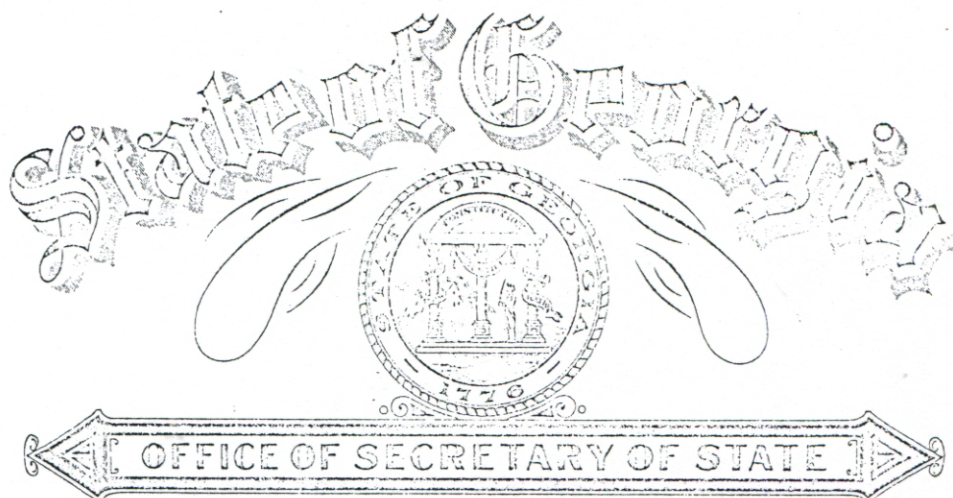
"ATLANTA LANDMARKS, INC."

was on the 13th day of August 1974 ,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Fulton County for a period of perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 13th day of August in the year
of our Lord One Thousand Nine Hundred and Seventy
Four and of the Independence of the United States
of America the One Hundred and Ninety-ninth

Ben M. Fortson Jr.

SECRETARY OF STATE EX-OFFICIO CORPORATION



*J. Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

ATLANTA LANDMARKS, INC.

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 15th day of July, in the year of our Lord One Thousand Nine Hundred and Seventy four and of the Independence of the United States of America the One Hundred and ninety-ninth.



Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

IN THE SUPERIOR COURT OF
FULTON COUNTY, GEORGIA

GEORGIA,
FULTON COUNTY.

The petition of ARNALL T. CONNELL shows the court as follows:

1.

Petitioner desires for himself, his successors and assigns to be incorporated as a non-profit corporation under the attached Articles of Incorporation.

2.

The certificate of the Secretary of State affirming the availability of the name ATLANTA LANDMARKS, INC. is attached hereto.

WHEREFORE, petitioner prays that he be so incorporated.

SWIFT, CURRIE, MCGHEE & HIERS
Attorneys for Petitioners

By: Clayton H. Turnham

Suite 2000
Atlanta Gas Light Tower
Atlanta, Georgia 30303
521-3240

ORDER

The Articles of Incorporation of ATLANTA LANDMARKS, INC. and the certificate of the Secretary of State that such corporate name is available having been examined and found lawful.

IT IS HEREBY ORDERED THAT ATLANTA LANDMARKS, INC. be and it hereby is incorporated under the laws of the State of Georgia.

This 13 day of August, 1974.

ARTICLES OF INCORPORATION OF

ATLANTA LANDMARKS, INC.

UNDER THE GEORGIA NONPROFIT CORPORATION CODE

ARTICLE 1

Name

The name of the corporation is ATLANTA LANDMARKS, INC.

ARTICLE 2

Period of Duration

The period of duration of the corporation shall be perpetual.

ARTICLE 3

Purposes

The purposes for which this corporation is created are:

1. To identify, to recognize and to undertake to preserve, restore and maintain or have preserved, restored and maintained, landmarks, buildings, other structures, monuments, sites, areas and other properties (said landmarks, buildings, other structures, monuments, sites, areas and other properties being hereinafter collectively referred to as "Landmarks") which are located within the present or future limits of the City of Atlanta or elsewhere in the State of Georgia and which have historic or cultural value; the terms "history", "historic", "culture" and "cultural" as used in this instrument shall be construed in their broadest sense.
2. To acquire, by purchase, gift, devise or bequest (with or without restriction), and to preserve, restore, maintain and present to the public (or have preserved, restored, maintained and presented to the public) all Landmarks which, in the opinion of the Board of Trustees of the Corporation or of others, have significance in the history or culture of the City of Atlanta or State of Georgia; and to solicit and obtain funds from the public and others for such purposes.

3. To disseminate information and knowledge about Landmarks, including those acquired and sought to be acquired as well as those otherwise identified or recognized.

4. To engage in research of every kind and nature with respect to Landmarks located in Georgia.

5. To foster, encourage and develop a better general understanding, recognition and appreciation of the beauty, value and significance of Landmarks as well as the accomplishments of those who assisted in their creation or development so that the lives of present and future generations may be enriched.

ARTICLE 4

Election of Trustees

The affairs of the corporation shall be managed by a board of trustees. The method of electing trustees shall be as described in the by-laws.

ARTICLE 5

Registered Office and Agent

The initial registered office of the corporation shall be at Suite 1020, 100 Colony Square, Atlanta, Georgia 30361. The initial registered agent shall be Arnall T. Connell.

ARTICLE 6

Initial Board of Trustees

The initial Board of Trustees shall consist of fifteen members, whose names and addresses are:

Mr. William W. Allison	75 Marietta Street, N. W. Atlanta, Georgia 30303
Mr. John A. Busby, Jr.	100 Colony Square, N. E. Atlanta, Georgia 30309
Mr. Arnall T. Connell	243 Kenlock Place, N. E. Atlanta, Georgia 30305

Mrs. Rodney M. Cook	3495 Valley Road, N. W. Atlanta, Georgia 30305
Mr. Clayton H. Farnham	30 Inman Circle, N. E. Atlanta, Georgia 30309
Mrs. Alvin M. Ferst, Jr.	385 Golf View Road, N. W. Atlanta, Georgia 30309
Mr. James H. Finch	44 Broad Street, N. W. Atlanta, Georgia 30303
Mr. Franklin M. Garrett	3433 Roxboro Road, N. E. Atlanta, Georgia 30326
Mr. William J. Goldin	P. O. Box 4569 Atlanta, Georgia 30302
Mrs. William W. Griffin	1330 West Garmon Road, N. W. Atlanta, Georgia 30327
Mrs. Grace T. Hamilton	University Place, N. W. Atlanta, Georgia 30314
Mr. Joe G. Patten	4003 Oak Hill Drive College Park, Georgia 30337
Ms. Martha P. Stamm	158 Rumson Road, N. E. Atlanta, Georgia 30305
Mr. Preston Stevens, Jr.	100 Peachtree Street, N. W. Atlanta, Georgia 30303
Mr. Robert C. Van Camp	210 Lake Forrest Lane, N. E. Atlanta, Georgia 30342

ARTICLE 7

Incorporator

The name and address of the incorporator is:

Arnall T. Connell	243 Kenlock Place, N. E. Atlanta, Georgia 30305
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ARTICLE 8

Restrictions

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth

in Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 9

Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA,—County of Fulton.

Before me, the undersigned, a Notary Public, this day personally came

..... GEORGE C. POPE, who, being first duly sworn, according to law,
says that he is an Agent of the Daily Report Company, publishers
of the Fulton County Daily Report, the official newspaper in which the Sheriff's ad
vertisements in and for said County are published, and a newspaper of general
circulation, with its principal place of business in said County, and that there has
been deposited with said newspaper the cost of publishing four (4) insertions of
a notice pursuant to Ga. ~~Business~~ Non-profit Corporation Code of the granting of Articles
of Incorporation ~~Articles of Amendment~~ ~~Articles of Merger~~ ~~Articles of Intent to~~
~~Divide~~ to "Atlanta Landmarks, Inc."

George C. Pope

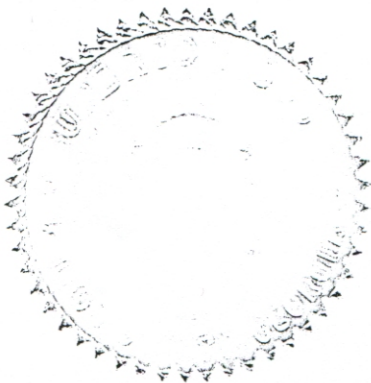
Subscribed and sworn to before me this 13th
day of ... August, 19..74

Walter R. Pressley
Notary Public, State at Large.
WALTER R. PRESSLEY

STATE OF GEORGIA
COUNTY OF FULTON

I, BARBARA J. PRICE, Clerk of the Superior Court of Fulton
County, Georgia, do hereby certify that the within and foregoing is a true and
correct copy of petition of Arnall T. Connell et al.,
for incorporation under the name and style of _____
Atlanta Landmarks, Inc.

_____ and the Order of Court thereon
allowing same, all of which appears of file and record in this Office.



Given under my hand and seal of Office.

This the 13 day of August, 1974

Barbara J. Price

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA

BY-LAWS
OF
ATLANTA LANDMARKS, INC.

ARTICLE 1

Offices and Agent

Section 1.1. Offices. The registered office shall be Suite 1020, 100 Colony Square, Atlanta, Georgia 30361. The Board of Trustees from time to time may change the address of the registered office and designate other offices within or without the State of Georgia. The registered office may be, but need not be, the principal office of the corporation.

Section 1.2. Registered Agent. The name of the initial registered agent at the registered office is Arnall T. Connell. The Board of Trustees from time to time may substitute another as registered agent.

Section 1.3. Branch Offices. Branch offices may be established within and without the State of Georgia as the Board of Trustees shall determine from time to time.

ARTICLE 2

Membership

Section 2.1. Structure of Membership. Any person may become a member of the corporation by making a membership donation to the corporation. The classes of membership in the corporation are as follows:

<u>Class</u>	<u>Membership Donation</u>
Student	\$5.00
General	\$10.00
Sustaining	\$25.00
Sponsoring	\$50.00
Charter	\$100.00
Patron	\$500.00
Benefactor	\$1,000.00

A membership donation will entitle the person to be a member for one year.

Section 2.2. Meetings of Members. Meetings of members, at such time and place within or without the State of Georgia as shall be designated in the notice of the meeting, may be called by the President. Annual meetings of the members may be held in the discretion of the Board of Trustees or if called by the President. Such meetings shall be called by the President at the request of any two trustees.

Section 2.3. Notice. Notice of any meeting may be given by placing an advertisement in the Atlanta Constitution, the Atlanta Journal, or other newspaper advertisement to be published once a week for four consecutive weeks preceding the week of the meeting. The notice, which need be no larger than three inches high and one column across, shall state the place and time of the meeting. A member, either before or after a members'

meeting, may waive notice of any meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance by a member at a members' meeting shall constitute waiver of notice of the meeting unless he attends for the express purpose of objecting to the notice. A member may not attend by proxy.

Section 2.4. Quorum. At any meeting of the members a quorum shall consist of the presence of twenty-five or more of the members. If a quorum is not present at any duly called meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called. At a duly organized meeting, members present may continue to transact business until adjournment even though enough members withdraw to leave less than a quorum.

Section 2.5. Vote. No member shall be entitled to vote with regard to any question whatsoever.

ARTICLE 3

Trustees

Section 3.1. Election. The business and affairs of the corporation shall be managed by a Board of Trustees of not less than ten nor more than twenty-five members, none of whom need

be a resident of Georgia or a member of the corporation. The term of office of the initial trustees shall expire at the first annual meeting of the members. Following the initial term of office of the trustees, each trustee shall serve for a term of three years and until his successor shall have been elected and qualified.

Section 3.2. Vacancy. Any vacancy in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum. A trustee so elected shall serve for the unexpired term of his predecessor and until his successor is elected and qualified. Prior to the first annual meeting of the members after the Board of Trustees has determined to authorize memberships, the Board of Trustees shall have the power to elect new trustees up to the maximum of 25 Trustees in addition to the authority of the Board of Trustees to replace vacancies in the original roster of 15 Trustees. The term of office of the additional Trustees so elected shall be the same as the term of office of the original Trustees named in the Articles of Incorporation.

Section 3.3. Annual Meeting. As a matter of course and without notice the annual meeting of the Board of Trustees shall be held immediately after, and at the same place as, the annual meeting of the members. The outgoing Board of Trustees shall elect the full membership of the incoming Board of Trustees, and the incoming Board shall thereafter elect officers and transact any business brought before the meeting.

Section 3.4. Special Meetings. Special meetings of the Board of Trustees shall be held at such time and place, within or without the State of Georgia, as shall be designated in the notice of such meetings, and may be called by the President at any time, and shall be called by the President at the request of any three Trustees.

Section 3.5. Notice. Notice of a special meeting of the Board of Trustees shall be given by the President or the Secretary to each Trustee, not less than twenty-four hours before the time fixed for such meeting, by written notice delivered personally or mailed to each Trustee at either his business or residential address, or by telegram. If mailed, notice shall be deemed delivered when deposited in the United States mail, so addressed,

with postage prepaid. If notice is given by telegram, notice shall be deemed delivered when the telegram is delivered to the telegraph company. It shall not be necessary for notice or waivers of notice of any meeting of the Board of Trustees to state the purposes or objects or any business to be transacted at such meeting. A trustee, either before or after a special meeting of the Board of Trustees, may waive notice of such meeting and such waiver shall be deemed the equivalent of giving notice. Attendance of a trustee at any such meeting shall constitute a waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 3.6. Quorum. One-third of the trustees in office shall constitute a quorum for the transaction of any business by the Board of Trustees, but if less than one-third is present, a majority of the trustees present may adjourn the meeting from time to time without further notice. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called. The act of a majority of the trustees present at a meeting at which a quorum is present shall be necessary to transact any business.

Section 3.7. Powers. The Board of Trustees may exercise all powers of the corporation and do all lawful acts which are not

by statute, charter of this corporation or these by-laws directed or required to be exercised or done by the members.

Section 3.8. Honorary Trustees. The Board of Trustees may, by resolution adopted by the majority of the entire Board, designate an Honorary Board of Trustees to be composed of such persons as the Board of Trustees may from time to time appoint.

Section 3.9. Informal Action. Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting if written consent setting forth the action is signed by all trustees and is filed with the Secretary. Such consent shall have the same effect as a unanimous vote at a meeting of the Board of Trustees.

Section 3.10. Presumption of Assent. Any trustee present at a meeting of the Board of Trustees shall be presumed to have assented to any action taken at such meeting unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting at the meeting or immediately after the adjournment thereof. Such right to dissent shall not be available to a trustee who voted in favor of such action.

ARTICLE 4

Executive Committee

(a) The Board of Trustees may, by resolution adopted by

a majority of the entire Board, designate an Executive Committee to consist of the officers of the corporation who are members of the Board of Trustees. Each member of the Executive Committee shall hold office until the first meeting of the Board of Trustees after the annual meeting of members next following his election and until his successor member of the Executive Committee is elected, or until his death, resignation or removal, or until he shall cease to be a trustee.

(b) During the intervals between the meetings of the Board of Trustees, the Executive Committee may exercise all of the powers of the Board of Trustees in the management of the business affairs of the corporation, including all powers herein or in the articles of incorporation specifically granted to the Board of Trustees, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Trustees that by its terms shall not be subject to amendment or repeal by the Executive Committee; and the Executive Committee shall not have the authority of the Board of Trustees in reference to: (1) amending the articles of incorporation or by-laws of the corporation; (2) adopting a plan of merger or consolidation; (3) the sale, lease, exchange or other disposition of all or substantially all

the property and assets of the corporation unless authority is specifically given by the members and the Board of Trustees; or (4) a voluntary dissolution of the corporation or a revocation of any such voluntary dissolution.

(c) The Executive Committee shall meet from time to time on call of the President or of any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Trustees at the next meeting thereof held after such proceedings have taken place, and all such proceedings shall be subject to revision or alteration by the Board of Trustees except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

(d) The Executive Committee shall act by majority vote of its members.

(e) The Board of Trustees, by resolution adopted in accordance with paragraph (a) of this section, may designate one

or more trustees as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

(f) The Board of Trustees shall have power at any time to remove any member of the Executive Committee, with or without cause, and to fill vacancies in and to dissolve such committee.

ARTICLE 5

Officers

Section 5.1. Selection, Compensation. The officers of the corporation shall be elected by the Board of Trustees at any annual or special meeting and shall serve at the pleasure of the Board. The Board shall have the authority to remove any officer whenever it so determines, with or without cause. Any office becoming vacant for any reason shall be filled by the Board of Trustees. The salary, if any, of each officer shall be fixed by the Board of Trustees. The compensation of all other employees shall be fixed and determined by the President, subject to the direction of the Board. Any payments made to an officer of the corporation such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by him which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer

to the corporation to the full extent of such disallowance. It shall be the duty of the trustees, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the termination of the trustees, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

Section 5.2. Titles and Qualifications. The officers of the corporation shall be a President, a Vice President, a Treasurer, a Secretary and such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Trustees may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.3. President. The President shall be the chief executive officer of the corporation, shall be a member of the Board of Trustees, shall preside at all meetings of the members and the Board of Trustees, shall have general supervision of the business, property and affairs of the corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He shall execute on behalf of the corporation, and may affix or cause the seal to be affixed to, all instruments requiring such execution, including without limitation powers of attorney appointing individuals, partnerships or other corporations

agents of the corporation, except to the extent that the execution thereof shall be expressly delegated by the Board of Trustees to another officer or agent of the corporation.

Section 5.4. Vice President. In the absence or disability of the President, the Vice President shall have all the powers and shall perform all of the duties of the President. The Vice President shall be a member of the Board of Trustees. He shall also generally assist the President and exercise such other powers and perform such other duties as the President or the Board of Trustees shall from time to time prescribe. The Board of Trustees shall specify the order of seniority of Vice Presidents if there be more than one, and the duties and powers of the President shall descend to the Vice Presidents in such specified order of seniority.

Section 5.5. Treasurer. Subject to the direction of the President, the Treasurer shall have the custody of all corporate funds and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the corporation and shall, as often as requested by the Board of Trustees, prepare and certify proper statements of the financial condition of the corporation and an account of his transactions as Treasurer. The Treasurer shall deposit all monies and other valuable effects of the corporation in the name and to the credit of the corporation

in such depositories and shall disburse, or cause to be disbursed, the funds of the corporation as ordered by the President or Board of Trustees. The Treasurer shall be a member of the Board of Trustees.

Section 5.6. Secretary. The Secretary shall be a member of the Board of Trustees, shall attend all meetings of the Board of Trustees and of the members, and shall keep minutes of all such meetings. The Secretary shall also give, or cause to be given, notices as directed by the President of all special meetings of the Board of Trustees and meetings of the members. The Secretary shall have charge of the seal of the corporation and of the corporate books, and shall attest all instruments in writing to which the seal of the corporation must be affixed.

Section 5.7. Assistant Secretary, Assistant Treasurer. The Assistant Secretary shall have such powers of the Secretary, and the Assistant Treasurer shall have such powers of the Treasurer, as from time to time shall be assigned to each by the Board of Trustees.

Section 5.8. Delegation of Duties. Whenever for any reason, including without limitation absence of an officer, the Board of Trustees may deem it desirable, the trustees may delegate the powers and duties of an officer to any other officer or officers or to any trustee or trustees.

ARTICLE 6

Special Corporate Acts

Section 6.1. Execution of Instruments. Contracts, deeds, documents and instruments shall, unless otherwise directed by the Board of Trustees, be signed in the name and on behalf of the corporation by the President, or, in his absence or disability, by the Vice President; and the seal of the corporation shall be affixed thereto and attested by the Secretary or Assistant Secretary.

Section 6.2. Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the officer or officers from time to time designated by the Board of Trustees.

Section 6.3. Voting Shares in Subsidiaries. In the absence of other arrangements by the Board of Trustees, shares of stock issued by another corporation and owned or controlled by this corporation may be voted by the President of this corporation, or in his absence or disability by the Vice President, or in his absence or disability by such other person as the President shall by duly executed proxy so designate.

Section 6.4. Interested Trustees. No contract or transaction between this corporation and any other corporation and no act of this corporation with relation to any other corporation shall, in the absence of bad faith, be invalidated or otherwise

affected by the fact that one or more of the trustees of this corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other corporation. Any trustee of this corporation may vote upon any contract or transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a trustee, director or officer of such subsidiary or affiliated corporation. Any trustee of this corporation individually, or any firm or association of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation; provided, the fact that he individually or as a member of such firm or association is such a party or is so interested shall be disclosed or shall have been known to a majority of trustees voting upon such contract or transaction; and, in any case described in this paragraph, any such interested trustee may be counted in determining the existence of a quorum at any meeting of the Board of Trustees which shall authorize any such contract or transaction.

ARTICLE 7

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of each year and end on the last day of each year.

Section 7.2. Seal. The corporate seal of the corporation shall be in the following form, to-wit:

and the seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

ARTICLE 8

Amendments

The by-laws of the corporation may be altered or amended and new by-laws may be adopted by a vote of a majority of Trustees in office at any regular or special meeting of the Board of Trustees; provided, however, that notice of the general nature of the proposed change in the by-laws shall have been given in the notice of meeting.